UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division

BRAINWARE, INC. Plaintiff, —against— SCAN-OPTICS, LTD. and SCAN-OPTICS, LLC, Defendants.	Civil Action No. 3:11cv755-REP

DECLARATION OF CAROLYN SCHIFF

CAROLYN SCHIFF hereby declares the following under penalties of perjury:

1. I am an attorney licensed to practice law in New York and am a Vice President for Litigation at Patriarch Partners, LLC ("Patriarch"). Patriarch acts as the collateral manager for a series of investment funds that own controlling equity positions in approximately 75 "portfolio companies." The Patriarch-managed investment funds are pass-through investment vehicles that have no employees of their own, that can act only through Patriarch. Patriarch and the investment funds are under common ownership. Two of the portfolio companies owned by the Patriarch-managed investment funds are Scan-Optics LLC ("Scan-Optics USA") and its wholly-owned subsidiary Scan-Optics Ltd. ("Scan-Optics UK"). Neither company has a legal department or directly employs any lawyers.

2. I was asked to provide, and did provide, legal advice to Scan-Optics USA and Scan-Optics UK in connection with the dispute giving rise to this lawsuit. I have reviewed the documents withheld as privileged on the privilege logs of Scan-Optics USA and Scan-Optics UK in which I participated (USA Doc. Nos. 7, 8, 11, 12, 16-22, 27-34, 36-38, 40, 51, 52, 54, 55, 57,

59, 60, 61, 66-69, 72; UK Doc. Nos. 75-80, 83-88, 92-97, 101-02, 107-112, 117, 136 and 143). In each instance, I intended the communications to be confidential and understood them to be either conveying legal advice, or conveying information intended to facilitate my providing legal advice, to Scan-Optics USA or Scan-Optics UK. I have also reviewed certain documents withheld as privileged on the privilege log of Scan-Optics USA in which I did not participate (USA Doc. Nos. 15, 23, 42, 43). In each instance, the document withheld, or the portion of the document redacted, conveyed confidential legal advice I had previously provided.

3. Further, certain of the documents I reviewed (USA Doc. Nos. 7, 8, 11, 12, 15, 16-23, 27-34, 36-38, 40, 42-44, 51, 52; UK Doc. Nos. 75-76, 84, and 96-97) were created in anticipation of litigation with Brainware and at my direction.

Dated: June 5, 2012
New York, New York

Carolyn Schiff